

**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION**

In re:	:	Chapter 11
	:	
CIRCUIT CITY STORES, INC., <u>et al.</u> , <sup>1</sup>	:	Case No. 08-35653-KRH
	:	(Jointly Administered)
Debtors.	:	
	:	
	:	
	:	

**APPLICATION FOR ORDER AUTHORIZING RETENTION AND  
EMPLOYMENT OF TAVENNER & BERAN, PLC, AS LOCAL COUNSEL  
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

The Official Committee of Unsecured Creditors (the “Committee”) of Circuit City Stores, Inc. and the related debtors (collectively, the “Debtors”) respectfully submits this application (the “Application”) pursuant to §§ 327, 328 and 1103(a) of Title 11 of the United States Code (the “Bankruptcy Code”) and Rules 2014 and 5002 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), for an Order authorizing the Committee to retain and employ Tavenner & Beran, PLC (“Tavenner & Beran”) as its local counsel in these cases and, in support of its Application, respectfully represents as follows:

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<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of their respective federal tax identifications numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahls, Inc. (n/a), XSstuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City West Coast is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

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Richard M. Pachulski (CA Bar No. 90073)  
Robert J. Feinstein (NY Bar No. RF – 2836)  
Jeffrey N. Pomerantz (CA Bar No. 143717)  
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Lynn L. Tavenner (VA Bar No. 30083)  
Paula S. Beran (VA Bar No. 34679)  
Tavenner & Beran, PLC  
20 North Eighth Street, 2<sup>nd</sup> Floor  
Richmond, VA 23219  
Telephone: (804) 783-8300  
Telecopy: (804) 783-0178

Proposed Counsel for the Official  
Committee of Unsecured Creditors

Proposed Co-Counsel for the Official  
Committee of Unsecured Creditors

### **Background**

1. On November 10, 2008 (the “Petition Date”), the Debtors filed voluntary petitions in this Court for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

2. On November 12, 2008, the Office of the United States Trustee (the “U.S. Trustee”) appointed the Official Committee of Unsecured Creditors of the Debtors. The U.S. Trustee increased the membership of the Committee by two creditors on November 13, 2008.

3. The Committee is presently composed of the following eleven creditors: (i) Alliance Entertainment; (ii) Developers Diversified Realty Corp.; (iii) Garmin International, Inc.; (iv) Hewlett-Packard Company; (v) LG Electronics USA, Inc.; (vi) Paramount Home Entertainment; (vii) Pension Benefit Guarantee Corporation; (viii) Samsung Electronics America, Inc.; (ix) Simon Property Group, Inc.; (x) Toshiba America Consumer Products, LLC; and (xi) Weidler Settlement Class.

4. The Committee has held its organizational meeting, and has decided to retain Pachulski Stang Ziehl & Jones LLP (“PSZJ”) as its lead counsel, Tavenner & Beran as its local counsel, and Protiviti, Inc. and Jefferies & Company as financial advisors.

### **Relief Requested And Reasons Therefore**

5. To the best of Applicant’s knowledge, the members of Tavenner & Beran do not have any connection with the Debtors, their creditors or any other party in interest, or its respective attorneys, except as set forth herein and in the Affidavit of Lynn L. Tavenner, a member of Tavenner & Beran, which is attached hereto as Exhibit A (the “Affidavit”). The Applicant is satisfied that Tavenner & Beran represents no adverse interest to the Committee, the Debtors, their creditors or other parties in interest, which would preclude it from acting as

counsel to the Committee in matters upon which it is to be engaged and that its employment will be in the best interest of the estates.

6. Subject to further order of this Court, Tavenner & Beran is expected to assist PSZJ in connection with rendering, among other services, the following services to the Committee:

(a) assisting, advising and representing the Committee in its consultations with the Debtors regarding the administration of these cases;

(b) assisting, advising and representing the Committee in analyzing the Debtors' assets and liabilities, investigating the extent and validity of liens and participating in and reviewing any proposed asset sales, any asset dispositions, financing arrangements and cash collateral stipulations or proceedings;

(c) assisting, advising and representing the Committee in any manner relevant to reviewing and determining the Debtors' rights and obligations under leases and other executory contracts;

(d) assisting, advising and representing the Committee in investigating the acts, conduct, assets, liabilities and financial condition of the Debtors, the Debtors' operations and the desirability of the continuance of any portion of those operations, and any other matters relevant to these cases or to the formulation of a plan;

(e) assisting, advising and representing the Committee in its participation in the negotiation, formulation and drafting of a plan of liquidation or reorganization;

(f) advising the Committee on the issues concerning the appointment of a trustee or examiner under Section 1104;

(g) assisting, advising and representing the Committee in understanding its powers and its duties under the Bankruptcy Code and the Bankruptcy Rules and in performing other services as are in the interests of those represented by the Committee;

(h) assisting, advising and representing the Committee in the evaluation of claims and on any litigation matters, including avoidance actions; and

(i) providing such other services to the Committee as may be necessary in these cases.

7. Although at this juncture it is impossible to set forth with precision all of the areas in which counsel will be required to render necessary legal services, it is apparent that lawyers with recognized expertise in the handling of bankruptcy matters and procedures based in Richmond, Virginia, is required in these Chapter 11 cases.

8. After due consideration and deliberation, the Committee has concluded that its interests and the interests of the Debtors' creditors would best be served by the retention, pursuant to §§ 327, 328 and 1103 of the Bankruptcy Code, of Tavenner & Beran as local counsel to the Committee to render such legal services as are necessary and appropriate to the Committee in connection with the matters set forth above and to render such additional legal services as may be required from time to time during the pendency of these cases.

9. Members of Tavenner & Beran have extensive experience in handling Chapter 11 cases and have provided services similar to those described herein to other creditors' committees. In addition, members of Tavenner & Beran have had a Virginia practice and have played significant roles in cases in this region of similar or greater size and/or complexity. Tavenner & Beran is also familiar with the local rules of this Court, including but not limited to the requirements associated with the electronic nature of these cases.

10. Consequently, the retention of Tavenner & Beran as the Committee's local counsel is in the best interest of the Committee and the Debtors' creditors, as such retention will further the efficiency and economic administration of these cases.

11. Tavenner & Beran has indicated its willingness to be retained to render the aforesaid services and to be compensated therefore in accordance with its normal hourly rates upon applications to be submitted to this Court. The Committee has been advised that the rates of Tavenner & Beran for the services rendered in these cases will be at the same rates charged to its clients for non-bankruptcy work. At present, subject to periodic revisions in accordance with

said firm's general billing procedures, services shall be provided at rates in the range of between \$315.00 and \$325.00 per hour for partners and \$85.00 to \$95.00 for paralegals. For this particular engagement, the matter will be handled primarily by Lynn L. Tavenner, whose current hourly rate is \$325.00 and Paula S. Beran, whose current hourly rate is \$315.00.<sup>2</sup> Any necessary paralegal services for these cases will be performed primarily by David L. Leadbeater, whose current hourly rate is \$95.00. Tavenner & Beran also will seek reimbursement of all out-of-pocket disbursements.

12. In light of and based on the Affidavit, Tavenner & Beran submits that it does not represent any interest materially adverse to the Committee, the Debtors' estate, or their creditors with respect to the matters upon which it is to be engaged. Accordingly, Tavenner & Beran is a "disinterested person" within the meaning of §§ 101(14) and 327 of the Bankruptcy Code.

13. No previous application for the relief requested herein has been made to this or any other Court.

14. Pursuant to Local Rule 9013-1(G), and because there are no novel issues of law presented in the Application, the Committee requests that the requirement that all applications be accompanied by a written memorandum of law be waived.

WHEREFORE, the Committee respectfully requests entry of an Order attached hereto as Exhibit B, authorizing the retention retroactive to November 18, 2008, pursuant to §§ 327, 328 and 1103(a) of the Bankruptcy Code and Rules 2014 and 5002 of the Bankruptcy Rules, of Tavenner & Beran, as local counsel to the Official Committee of Unsecured Creditors to render the legal services in connection with the day-to-day representation of the Committee regarding the administration of these Chapter 11 cases, as more fully described herein, whose compensation will be in accordance with 11 U.S.C. § 330 in compliance with Rules 2016 and

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<sup>2</sup>These rates will increase effective January 1, 2008 to \$340.00/hour for Lynn L. Tavenner and \$330.00/hour for Paula S. Beran.

5004 and subject to the approval of this Court, and such other and further relief as is just and proper under the circumstances.

OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS

Dated: December 18, 2008

By: /s/ Ramona Neal  
Ramona Neal, Chairperson

/s/ Lynn L. Tavenner  
Lynn L. Tavenner (VA Bar No. 30083)  
Paula S. Beran (VA Bar No. 34679)  
TAVENNER & BERAN PLC  
20 North Eighth Street, 2nd Floor  
Richmond, Virginia 23219  
Telephone: 804-783-8300  
Facsimile: 804-783-0178

-and-

Richard M. Pachulski (CA Bar No. 90073)  
Robert J. Feinstein (NY Bar No. RF-2836)  
Jeffrey N. Pomerantz (CA Bar No. 143717)  
PACHULSKI STANG ZIEHL & JONES LLP  
10100 Santa Monica Blvd. 11th Floor  
Los Angeles, California 90067-4100  
Telephone: 310-227-6910  
Facsimile: 310-201-0760  
E-mail: rfeinstein@pszjlaw.com  
jpomerantz@pszjlaw.com

Proposed Counsel for Official Committee of Unsecured  
Creditors Holding Unsecured Claims

**CERTIFICATE OF SERVICE**

I hereby certify that on this 22<sup>nd</sup> day of December, 2008 a true copy of the foregoing Application For Order Authorizing Retention And Employment Of Tavenner & Beran, PLC, as Local Counsel to the Official Unsecured Creditors' Committee was sent by first-class mail, postage prepaid, and/or electronic delivery to all parties in interest as described on Schedule A attached hereto.

\_\_\_\_\_  
/s/ Lynn L. Tavenner

Lynn L. Tavenner

**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION**

In re:	:	Chapter 11
	:	
CIRCUIT CITY STORES, INC., et al., <sup>3</sup>	:	Case No. 08-35653-KRH
	:	(Jointly Administered)
Debtors.	:	
	:	
	:	
	:	

**AFFIDAVIT OF LYNN L. TAVENNER**

COMMONWEALTH OF VIRGINIA	)	
	)	ss:
CITY OF RICHMOND	)	

LYNN L. TAVENNER, being duly sworn, deposes and says:

1. I am a member of Tavenner & Beran, PLC ("Tavenner & Beran") which maintains offices of the practice of law at 20 North Eighth Street, Second Floor, Richmond, Virginia 23219.

2. This affidavit is being submitted in connection with the proposed retention of Tavenner & Beran as local counsel to the Official Committee of Unsecured Creditors (the

<sup>3</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of their respective federal tax identifications numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSstuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City West Coast is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

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Proposed Counsel for the Official  
Committee of Unsecured Creditors

Lynn L. Tavenner (VA Bar No. 30083)  
Paula S. Beran (VA Bar No. 34679)  
Tavenner & Beran, PLC  
20 North Eighth Street, 2<sup>nd</sup> Floor  
Richmond, VA 23219  
Telephone: (804) 783-8300  
Telecopy: (804) 783-0178

Proposed Co-Counsel for the Official  
Committee of Unsecured Creditors



“Committee”), to assist Pachulski Stang Ziehl & Jones LLP (“PSZJ”) in connection with rendering legal services relating to representing the Committee regarding the day-to-day administration of these Chapter 11 cases, including, but not limited to, the following:

(j) assisting, advising and representing the Committee in its consultations with the Debtors regarding the administration of these cases;

(k) assisting, advising and representing the Committee in analyzing the Debtors’ assets and liabilities, investigating the extent and validity of liens and participating in and reviewing any proposed asset sales, any asset dispositions, financing arrangements and cash collateral stipulations or proceedings;

(l) assisting, advising and representing the Committee in any manner relevant to reviewing and determining the Debtors’ rights and obligations under leases and other executory contracts;

(m) assisting, advising and representing the Committee in investigating the acts, conduct, assets, liabilities and financial condition of the Debtors, the Debtors’ operations and the desirability of the continuance of any portion of those operations, and any other matters relevant to these cases or to the formulation of a plan;

(n) assisting, advising and representing the Committee in its participation in the negotiation, formulation and drafting of a plan of liquidation or reorganization;

(o) advising the Committee on the issues concerning the appointment of a trustee or examiner under Section 1104;

(p) assisting, advising and representing the Committee in understanding its powers and its duties under the Bankruptcy Code and the Bankruptcy Rules and in performing other services as are in the interests of those represented by the Committee;

(q) assisting, advising and representing the Committee in the evaluation of claims and on any litigation matters, including avoidance actions; and

(r) providing such other services to the Committee as may be necessary in these cases.

3. The firm of Tavenner & Beran has the requisite expertise in the areas referred to above and is able to handle representation of the Committee in bankruptcy and reorganization

cases of the type involved here and the attendant legal matters arising therein. Tavenner & Beran is cognizant that the Committee has selected PSZJ as its primary counsel. Tavenner & Beran will make every effort to ensure that it does not perform services that are duplicative of efforts of PSZJ.

4. For services rendered, Tavenner & Beran shall charge the Committee its established hourly rates for attorneys and paralegal personnel rendering such services. At present, subject to periodic revisions in accordance with the firm's general billing procedures, services shall be provided at rates in the range of approximately \$315.00 and \$325.00 per hour for partners, and \$85.00 to \$95.00 for paralegals plus reimbursement of all out-of-pocket expenses.<sup>4</sup>

5. Insofar as I have been able to ascertain after due inquiry, my law firm is not connected with the Debtors, their creditors, other parties-in-interest or the United States Trustee and Tavenner & Beran does not represent and has not represented, any other parties other than the Committee, except that:

- (i) I am a member of the panel of Chapter 7 trustees appointed to serve before this Court;
- (ii) a former employee of the law firm of Tavenner & Beran, Ms. Shannon Franklin-Pecoraro, is currently employed with the Richmond Office of the Office of the United States Trustee;
- (iii) Tavenner & Beran has worked (and is currently working) with Protiviti, Inc. and Jefferies & Company (the Committee's proposed financial advisors) on matters unrelated to these Chapter 11 cases;

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<sup>4</sup> The hourly rates charged by Tavenner & Beran professionals differ based on, among other things, such professionals' level of experience. These rates may change from time to time in accordance with Tavenner & Beran's established billing practices and procedures. Currently the rates are as follows: Lynn L. Tavenner (Partner) \$325.00, Paula S. Beran (Partner) \$315.00, David L. Leadbeater (Paralegal) \$95.00. These rates will increase effective January 1, 2008 to \$340.00/hour for Lynn L. Tavenner and \$330.00/hour for Paula S. Beran.

- (iv) Tavenner & Beran has worked (and is currently working) with McGuireWoods LLP, the Debtors' counsel, on matters unrelated to these Chapter 11 cases;
- (v) Tavenner & Beran has worked with the Debtors' financial advisor FTI Consulting on matters unrelated to these Chapter 11 cases;
- (vi) Tavenner & Beran have served and/or is currently serving as debtor's counsel in cases unrelated to these Chapter 11 cases (the "Unrelated Cases") where one or more of the creditors in these Chapter 11 cases are also creditors in the Unrelated Cases; and
- (vii) Members of Tavenner & Beran are personal friends with one or more current and/or former employees of Circuit City Stores, Inc.

6. Based on the foregoing, I believe my law firm is a "disinterested person" within the meaning of §§ 101(14) and 327 of the Bankruptcy Code.

7. In accordance with the Rule 2016 of the Federal Rules of Bankruptcy Procedure, I hereby certify that (a) my law firm has received no payment or promise of payment for services rendered in these cases, (b) no agreement or understanding exists between myself and any other person for the sharing of compensation received or to be received for services rendered in connection with these cases, and (c) no division of compensation will be made by my firm.

/s/ Lynn L. Tavenner  
Lynn L. Tavenner

Sworn to and subscribed before me this 11th day of December, 2008 by Lynn L. Tavenner.

/s/ Cyril Coefield  
Notary Public

My Commission expires: 10/31/2011

**EXHIBIT B**

**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION**

In re:	:	Chapter 11
	:	
CIRCUIT CITY STORES, INC., <u>et al.</u> , <sup>5</sup>	:	Case No. 08-35653-KRH
	:	(Jointly Administered)
Debtors.	:	
	:	
	:	
	:	

**ORDER AUTHORIZING RETENTION AND EMPLOYMENT OF  
TAVENNER & BERAN, PLC, AS LOCAL COUNSEL TO THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

This matter came before the Court upon the Application For Order Authorizing Retention of Tavenner & Beran, PLC As Local Counsel To The Official Committee Of Unsecured Creditors (the "Application"). The Court having reviewed (i) the Application and (ii) the Affidavit of Lynn L. Tavenner, a partner/member in the law firm of Tavenner & Beran, PLC ("Tavenner & Beran"), attached to the Application as Exhibit A (the "Affidavit"); and the Court being fully advised in the premises and having determined that the legal and factual bases set forth in the Application and the Affidavit establish just cause for the relief granted herein;

<sup>5</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of their respective federal tax identifications numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSstuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City West Coast is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

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Proposed Counsel for the Official  
Committee of Unsecured Creditors

Lynn L. Tavenner (VA Bar No. 30083)  
Paula S. Beran (VA Bar No. 34679)  
Tavenner & Beran, PLC  
20 North Eighth Street, 2<sup>nd</sup> Floor  
Richmond, VA 23219  
Telephone: (804) 783-8300  
Telecopy: (804) 783-0178

Proposed Co-Counsel for the Official  
Committee of Unsecured Creditors

THE COURT HEREBY FINDS THAT:

- A. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334.
- B. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).
- C. Notice of the Application (and service of the proposed order) was sufficient under the circumstances.
- D. The Application and the Affidavit are in full compliance with all applicable provisions of the Bankruptcy Code, the Bankruptcy Rules and the Local Rules of this Court.
- E. Tavenner and Beran does not hold or represent any interest materially adverse to the Committee, the Debtors' estate, or its creditors with respect to the matters upon which said law firm is to be engaged, and Tavenner & Beran is a "disinterested person," as defined in § 101(14) of the Bankruptcy Code and as required by § 327(a) of the Bankruptcy Code.
- F. The retention and employment of Tavenner & Beran in accordance with the Application and this Order is in the best interest of the Committee and the Debtors' estates.

IT IS HEREBY ORDERED THAT:

- 1. The Application is hereby APPROVED.
- 2. Capitalized terms not otherwise defined herein shall have the meanings given to them in the Application.
- 3. The Committee is authorized to retain and employ Tavenner & Beran as its counsel, pursuant to §§ 327, 328 and 1103 of the Bankruptcy Code, retroactive to November 18, 2008.
- 4. Tavenner & Beran shall be compensated for such services and reimbursed for any related expenses as provided in the Application, and in accordance with applicable provisions of

the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and any additional procedures that may be established by this Court.

Dated:

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UNITED STATES BANKRUPTCY JUDGE

We ask for this:

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Lynn L. Tavenner, Esquire (Va. Bar No. 30083)  
Paula S. Beran, Esquire (Va. Bar No. 34679)  
Tavenner & Beran, PLC  
20 North Eighth Street, Second Floor  
Richmond, Virginia 23219  
Telephone: (804) 783-8300  
Facsimile: (804) 783-0178

Proposed Co-Counsel for the Official  
Committee of Unsecured Creditors

Seen and No Objection:

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Robert B. Van Arsdale  
Office of the United States Trustee  
701 East Broad Street, Suite 4304  
Richmond, Virginia 23219

Assistant United States Trustee

**CERTIFICATION**

I hereby certify that the foregoing proposed Order Authorizing Retention And Employment Of Tavenner & Beran, PLC As Local Counsel To The Official Committee of Unsecured Creditors has been either served on or endorsed by all necessary parties.

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Lynn L. Tavenner, Esquire (Va. Bar No. 30083)  
Tavenner & Beran, PLC  
1015 East Main Street, First Floor  
Richmond, Virginia 23219  
Telephone: (804) 783-8300  
Telecopy: (804) 783-0178

NAME	ATTENTION	ADDRESS1	ADDRESS2	ADDRESS3	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	Email	Party/Function
CIRCUIT CITY STORES, LLC	REGINALD D. HEDGEBETH	9950 MAYLAND DRIVE			RICHMOND	VA	23233		804-486-4000	804-527-4164		Debtor
COMMONWEALTH OF VIRGINIA	STATE CORPORATION COMMISSION	TYLER BUILDING	1300 E. MAIN STREET		RICHMOND	VA	23219		804-371-9967	804-371-9734		Government Agency
CORPORATE SALES AND USE, EMPLOYER WITHHOLDING, AND LITTER TAX	VIRGINIA DEPARTMENT OF TAXATION	3600 WEST BROAD STREET			RICHMOND	VA	23230-4915		804-367-8037	804-254-6111		Government Agency
DEPARTMENT OF JUSTICE CIVIL DIVISION	ATTN: DIRECTOR	COMMERCIAL LITIGATION BRANCH	P.O. BOX 875	BEN FRANKLIN STATION	WASHINGTON	DC	20044		202-514-7164	202-307-0494		Government Agency
ENVIRONMENTAL PROTECTION AGENCY		1650 ARCH STREET			PHILADELPHIA	PA	19103-2029		215-814-2625	215-814-3005		Government Agency
ENVIRONMENTAL PROTECTION AGENCY	DIANA SAENZ	1200 PENNSYLVANIA AVENUE NW	SUITE 4209		WASHINGTON	DC	20004		202-272-0167	202-501-0461		Government Agency
ENVIRONMENTAL PROTECTION AGENCY	OFFICE OF GENERAL COUNSEL	U.S. EPA MAILCODE 2377R	1300 PENNSYLVANIA AVENUE, N.W.		WASHINGTON	DC	20004		202-564-4707	202-565-2478		Government Agency
FTI CONSULTING, INC.	MR. ROBERT J. DUFFY	MR. STEPHEN COULOMBE	200 STATE STREET, 2ND FLOOR		BOSTON	MA	02109		617-897-1500	617-897-1510		Financial Advisors
INTERNAL REVENUE SERVICE	ATTN L LORELLO	400 N 8TH STREET BOX 76			RICHMOND	VA	23219		804-916-8064	804-916-8198		Government Agency
KIRKLAND & ELLIS LLP	ATTN LINDA K MYERS ESQ	200 E RANDOLPH DR			CHICAGO	IL	60601		312-861-2200			Counsel to Debtors
KURTZMAN CARSON CONSULTANTS LLC	EVAN GERSHBEIN	2335 ALASKA AVENUE			EL SEGUNDO	CA	90245		310-823-9000	310-823-9133		Claims Agent
KUTAK ROCK LLP	PETER J. BARRETT	1111 EAST MAIN STREET	SUITE 800		RICHMOND	VA	23219		804-343-5237	804-783-6192	<a href="mailto:peter.barrett@kutakrock.com">peter.barrett@kutakrock.com</a>	
LECLAIR RYAN	ATTN BRUCE MATSON ESQ	RIVERFRONT PLAZA E TOWER	951 E BYRD ST 8TH FL		RICHMOND	VA	23219			804-783-7269		Counsel for DIP Agents
MCGUIREWOODS, LLP	ATTN: DION W. HAYES	901 E CARY ST.	ONE JAMES CENTER		RICHMOND	VA	23219		804-775-1000	804-775-1061		Debtor's Local Counsel
NATIONAL ASSOCIATION OF ATTORNEYS GENERAL	KAREN CORDRY, ESQ.	NAAG BANKRUPTCY COUNSEL	2030 M STREET, N.W., 8TH FLOOR		WASHINGTON	DC	20036		202-326-6025	202-331-1427	<a href="mailto:kcordry@naag.org">kcordry@naag.org</a>	Government Agency
OFFICE OF THE ATTORNEY GENERAL	BOB MCDONNELL	STATE OF VIRGINIA	900 E. MAIN ST.		RICHMOND	VA	23219		804-786-2071	804-786-1991		Government Agency
OFFICE OF THE SECRETARY OF THE COMMONWEALTH		1111 EAST BROAD STREET, 4TH FLOOR			RICHMOND	VA	23219		804-786-2441	804-371-0017		Government Agency
OFFICE OF THE U.S. TRUSTEE	ROBERT B. VAN ARSDALE	701 E. BROAD ST.	SUITE 4304		RICHMOND	VA	23219-1888		804-771-2310	804-771-2330		US Trustee
OFFICE OF THE UNITED STATES TRUSTEE	RICHMOND, VIRGINIA OFFICE	600 EAST MAIN STREET, SUITE 301			RICHMOND	VA	23219		804-771-2310	804-771-2330		United States Trustee
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